

GRADY ELECTRIC MEMBERSHIP CORPORATION

Policy Number: 20.210

SUBJECT: MEMBER MEETINGS, ELECTIONS AND CAMPAIGN POLICY

I. OBJECTIVES

- A. To establish general guidelines governing member meetings, the process of electing directors (“Directors”) to the Grady Electric Membership Cooperative (the “Cooperative”) board of directors (the “Board”), and campaigning for a position as a Board Director consistent with the law, the Cooperative’s articles of incorporation and the Cooperative’s bylaws.
- B. To set forth principles to assist and protect the members of the Cooperative at member meetings and Director elections; to assist and protect members campaigning for a position on the Board; to maintain fair and equal opportunity for all candidates; to insure the fairness, impartiality, confidentiality, order, and integrity of member meetings and the election process for all members and candidates.
- C. To develop guidelines regarding acceptable behavior at member meetings and for those campaigning for a position as a Board Director.

II. CONTENT

The Board has resolved that the statements contained herein shall govern member meetings and Board Director Campaigns.

A. Commitment to Ethical Behavior

- 1. In carrying out its duties and obligations as defined in the Bylaws of the Cooperative, it is the Elections Committee’s (the “Committee”) responsibility to define for all parties what the Committee considers to be acceptable conduct in connection with member meetings and Director campaigns/elections.
- 2. It is the Committee’s belief that the principles set forth herein should be interpreted and enforced in a manner that balances the need for candidates to make known their views on matters relevant to their candidacy, for members to assess the candidates and cast informed votes, and for members and others to have a safe and unthreatening atmosphere for the conduct of annual and other business meetings and elections free from coercion, improper influence, and disruptive behavior.

B. Guiding Principles

1. The Committee, as empowered by Section 3.06 of the Cooperative's bylaws, does hereby establish this Policy to provide notice to all of what is considered to be acceptable conduct relating to campaigning for a position on the Board and at member meetings.
2. At the Annual Meeting or any special meeting at which an election is held, no person shall be allowed to solicit or campaign in a manner that blocks, hinders, hampers, impedes, or delays the flow of traffic into and out of the Annual Meeting or the Cooperative.
3. Except for areas designated by the Committee, at the Annual Meeting or any special meeting at which an election is held, no person shall be allowed to perform any of the following tasks on the property in which a polling / voting or registration place is located or on any property owned by Grady EMC:
 - a. Campaign;
 - b. Politic at the voting line(s);
 - c. Set up any type of booth, temporary tent or other temporary structure;
 - d. Distribute any kind of literature or written or printed matter;
 - e. Distribute any campaign button, sign, pin, sticker, T-shirt, etc.;
 - f. Use any public address systems, sound system, megaphone, loudspeaker, or other sound amplification equipment;
 - g. Display any sign, placard, or poster;
 - h. Circulate any petition;
 - i. Distribute any petition or solicit signatures for any petition;
 - j. Perform similar actions.
4. No person shall be allowed to conduct themselves in a manner that is contrary to the overall best interest of the Cooperative, its members, or employees. Such conduct might include, without limitation, bribery, promising gifts or favors in exchange for votes, providing perks or other benefits in exchange for votes, providing false or improper promises relating to future conduct as director or in exchange for votes, or acceptance of contributions, gratuities or other benefits from the Cooperative's vendors, potential vendors, or others whose interests are inimical to the best interest of the Cooperative.
5. No person shall harass, intimidate or in any way place pressure on a member to encourage them to vote for or against a person seeking the office of Director.

6. No person shall engage in conduct that prevents or disrupts the order of business at an annual or other member meeting.

III. RESPONSIBILITY

- A. The President/General Manager as well as members of the Committee shall have the responsibility to make recommendations for modifications of this policy to the Board as they feel are needed or advisable.
- B. It shall be the responsibility of the President/General Manager and the Committee to administer this policy, to develop appropriate controls for its overall enforcement, and to address any non-compliance with the standards started herein.

ADOPTED: October 8, 2014

EFFECTIVE: October 9, 2014

UPDATED: June 1, 2016; September 6, 2017